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This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT NO. 2455.

LISTED MAY 22, 1970.
1,800,000 Class B shares without par value of which 1,112,280 shares are subject to issuance.
1,800,000 Class C shares without par value of which 687,720 shares are subject to issuance.
Stock Symbol TSL ■ B.
TSL ■ C.
Post Section 7.1.

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

TORONTO STAR LIMITED

Incorporated under the laws of the Province of Ontario by Letters Patent of Amalgamation dated April 1, 1967

CONSOLIDATED CAPITALIZATION
as at April 13, 1970

SHARE CAPITAL (1)	AUTHORIZED	ISSUED AND OUTSTANDING	TO BE LISTED
Non-voting redeemable Class A shares with a par value of One dollar ($1) each	3,151,474	nil	nil
Class B shares without par value	3,600,000	687,720	1,800,000 (2)
Class C shares without par value		1,112,280	1,800,000 (2)
Class D shares without par value	1,200,000	542,998 (3)	nil
Common shares without par value		57,002 (3)	nil
FUNDED DEBT			
5½% First Mortgage Sinking Fund Bonds due 1978	$10,000,000	$4,845,000	nil
6% Sinking Fund Debenture due 1979	$ 3,500,000	$1,664,000	nil
7¼% Mortgage due 1971		$ 470,000	nil

(1) The authorized Class B, Class C, Class D and common shares of the Company, all without par value, may not presently be issued for an aggregate consideration in excess of $3,000,000.

(2) The Class B and Class C shares are convertible one for the other on a share for share basis.

(3) The Class D shares are convertible on a one for one basis into common shares.

1. APPLICATION

TORONTO STAR LIMITED (the "Company"), hereby makes application for the listing on The Toronto Stock Exchange of 1,800,000 Class B shares without par value and 1,800,000 Class C shares without par value in the capital of the Company, of which 687,720 Class B shares and 1,112,280 Class C shares are issued, outstanding and fully paid and non-assessable.

2. REFERENCE TO PROSPECTUS

Reference is hereby made to the attached Prospectus issued by the Company dated March 20, 1970, with respect to the secondary offering of 500,000 Class B shares without par value in the capital of the Company, a copy of which prospectus is hereby incorporated in this application and made part hereof.

3. HISTORY

Reference is made to page 4 of the Prospectus under the heading "History of the Company".

10.—SUBSIDIARY COMPANIES

Name and Manner of Incorporation	Nature of Business	Capital Stock		Percentage owned by Company	
		Authorized	Issued	Common Shares	Preference Shares
THE AURORA BANNER PUBLISHING COMPANY LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated April 2, 1951	Publishing	1,000 shares without nominal or par value	1,000 shares	100%	
BURLINGTON PRINTING COMPANY LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated April 16, 1956	Publishing	6,000 5% redeemable cumulative preference shares with a par value of $10 each and 4,000 common shares with a par value of $10 each	3,600 preference shares and 900 common shares	100%	100%
WILLOWDALE ENTERPRISE PUBLISHING LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated December 1, 1960	Publishing	30,000 6% non-cumulative preference shares with a par value of $10 each and 1,000 common shares without par value	30,000 preference shares and 1,000 common shares	100%	100%
RICHMOND HILL LIBERAL PUBLISHING LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated December 1, 1960	Publishing	19,000 6% non-cumulative preference shares with a par value of $10 each and 1,000 common shares without par value	12,500 preference shares and 1,000 common shares	100%	100%
TORSTAR PUBLISHERS LIMITED —Incorporated under the laws of the Province of Ontario by leters patent dated January 24, 1967	Inactive	40,000 shares without par value	6 shares	100%	
METRO MIRROR HOLDINGS LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated November 3, 1961	Holding Company	5,000 6% redeemable preference shares with a par value of $10 each and 10,000 common shares without par value	2,800 preference shares and 1,000 common shares	50%	100%
PRINCIPAL PUBLISHING LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated December 1, 1960	Publishing	18,000 6% non-cumulative preference shares with a par value of $10 each and 1,000 common shares without par value	12,000 preference shares and 1,000 common shares	75%	86%
SOUTHSTAR PUBLISHING LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated June 7, 1962	Publishing	10,000 shares without par value	4,014 shares	50%	
NEWSWEB LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated January 3, 1964	Publishing	2,100 6% non-cumulative redeemable preference shares with a par value of $100 each and 30,000 common shares without par value	800 preference shares and 20,000 common shares	50%	50%
METRO MIRROR PUBLISHING LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated June 10, 1957	Publishing	30,000 non-voting non-cumulative redeemable preference shares with a par value of $1 each and 10,000 common shares without par value	1,440 preference shares and 10,000 common shares	50%	50%
P.C.O. PUBLISHING LIMITED —Incorporated under the laws of the Province of Ontario by letters patent dated September 22, 1969	Publishing	9,000 6% non-cumulative redeemable non-voting preference shares with a par value of $100 each and 1,000 common shares without par value	6,175 preference shares and 1,000 common shares	100%	100%

No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

Secondary Offering

Toronto Star Limited

500,000 Class B Shares

(without par value)

The Class B Shares offered by this prospectus are outstanding shares being acquired from the Selling Shareholders referred to on page 13 of this prospectus. The Company will not receive any part of the proceeds from the sale of these shares.

There is no market for the shares of the Company and the price of this offering was determined by negotiation between the Selling Shareholders and the Underwriter.

The transferability of the shares of the Company is restricted in the manner described under "Restrictions on Transfer of Shares" on page 9 of this prospectus. The voting rights attached to the Class B Shares are restricted in the manner described under "Voting" on page 10 of this prospectus.

Application has been made to list the Class B and Class C Shares on The Toronto and Montreal Stock Exchanges. Acceptance of the listing is subject to the filing of the required documents and evidence of satisfactory distribution both within a period of 90 days.

In the opinion of counsel, these Class B Shares will be an investment in which the Canadian and British Insurance Companies Act states that a company registered under Part III thereof may, without availing itself for that purpose of the provisions of subsection (4) of Section 63 of the said Act, invest its funds.

Price: $17.50 per share

	Price to Public	Underwriting Discount	Proceeds to the Selling Shareholders (1)
Per Share	$17.50	$1.05	$16.45
Total	$8,750,000	$525,000	$8,225,000

(1) Before deducting expenses payable by the Selling Shareholders estimated not to exceed $40,000.

We, as principals, offer these shares subject to prior sale, if, as and when delivered and accepted by us, and subject to the approval of all legal matters on behalf of the Selling Shareholders by Messrs. Blake, Cassels & Graydon and on our behalf by Messrs. Campbell, Godfrey & Lewtas.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the certificates for the Class B Shares in definitive form will be available for delivery on or before April 13, 1970.

March 20, 1970

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Purchasers' Statutory Rights of Withdrawal and Rescission

Sections 63 and 64 of The Securities Act, 1966 (Ontario), sections 63 and 64 of The Securities Act, 1968 (Manitoba), sections 70 and 71 of The Securities Act, 1967 (Saskatchewan) and sections 63 and 64 of The Securities Act, 1967 (Alberta) provide, in effect, that where a security is offered to the public in the course of primary distribution:

(a) a purchaser will not be bound by a contract for the purchase of such security if written or telegraphic notice of his intention not to be bound is received by the vendor not later than midnight on the second business day after the prospectus or amended prospectus offering such security is received or is deemed to be received by him or his agent; and

(b) a purchaser has the right to rescind a contract for the purchase of such security, while still the owner thereof, if the prospectus or any amended prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after the expiration of 90 days from the later of the date of such contract or the date on which such prospectus or amended prospectus is received or is deemed to be received by him or his agent.

Sections 61 and 62 of the Securities Act, 1967 (British Columbia) provide in effect that, where a security is offered to the public in the course of primary distribution, a purchaser has the same right of rescission described in (b) above and also that a purchaser has a right to rescind a contract for the purchase of a security, while still the owner thereof, if a copy of the last prospectus, together with financial statements and reports and summaries of reports relating to the securities as filed with the British Columbia Securities Commission, was not delivered to him or his agent prior to delivery to either of them of the written confirmation of the sale of the securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three months from the date of service of such notice.

Reference is made to the said Acts for the complete texts of the provisions under which the foregoing rights are conferred and the foregoing summary is subject to the express provisions thereof.

The Company

Toronto Star Limited is an Ontario corporation resulting from the amalgamation of Toronto Star Limited ("Toronto Star") and Charth Investment and Publishing Company Limited ("Charth") effected by letters patent dated April 1, 1967. Toronto Star was incorporated on February 6, 1958 as Hawthorn Publishing Company Limited to acquire the businesses and assets of The Toronto Star Limited and Toronto Star Realty Limited. Charth was incorporated on May 8, 1958 to acquire certain shares of Toronto Star. The term "Company" will be used in this prospectus to include both the amalgamated company and its two predecessors.

By supplementary letters patent dated March 2, 1970 the capital of the Company was subdivided as set forth in note 4 to the Consolidated Financial Statements on page 18 and its directors were given the right to refuse to permit a transfer of shares of the Company which would jeopardize its ability to hold a licence to operate a broadcasting undertaking or its status as a Canadian newspaper or periodical (see "Restrictions on Transfer of Shares" on page 9).

The Company publishes The Toronto Daily Star ("The Star"), a daily newspaper which has been published continuously since 1892. Through certain subsidiaries (see "Suburban Newspapers" on page 6) the Company also publishes 11 local weekly newspapers and one local daily.

The head and principal office of the Company is located at 80 King Street West, Toronto, Ontario.

Consolidated Capitalization

Designation	Authorized	Outstanding September 30, 1969	Outstanding December 31, 1969	Outstanding after giving effect to this offering (3)
Long Term Debt: (1)				
5½% First Mortgage Sinking Fund Bonds due 1978	$10,000,000	$4,980,000	$4,845,000	$4,845,000
6% Sinking Fund Debentures due 1979	3,500,000	2,229,000	1,773,000	1,773,000
7¼% Mortgage due 1971	—	710,000	670,000	670,000
Minority interest in subsidiaries	—	63,000	63,000	63,000
Capital Stock (2) (4)				
Non-voting redeemable Class A shares with a par value of One dollar ($1) each	3,230,616 shs.	nil	nil	nil
Class B shares without par value	3,600,000 shs.	178,920 shs. ($111,825)	187,720 shs. ($117,325)	687,720 shs. ($429,825)
Class C shares without par value		1,621,080 shs. ($1,013,175)	1,612,280 shs. ($1,007,675)	1,112,280 shs. ($695,175)
Class D shares without par value	1,200,000 shs.	542,998 shs. ($339,374)	542,998 shs. ($339,374)	542,998 shs. ($339,374)
Common shares without par value		57,002 shs. ($35,626)	57,002 shs. ($35,626)	57,002 shs. ($35,626)
Lease Commitments (5)				

1. The 5½% First Mortgage Sinking Fund Bonds were issued pursuant to a deed of trust and mortgage dated as of May 1, 1958, between the Company and National Trust Company, Limited, as trustee, and are secured by a first fixed and specific mortgage and charge on real property and the securities of subsidiaries and a first floating charge on all other property and assets. The 6% Sinking Fund Debentures were issued pursuant to a trust indenture dated as of May 1, 1958, between the Company and Canada Permanent Trust Company Limited, as trustee, and are secured by a floating charge (subject to the prior security for the bonds) on all property and assets. The trust indenture contains provisions for the issue of additional debentures. The 7¼% Mortgage was given as part of the purchase price of a specific parcel of real property and is secured on such parcel in priority to the bonds. Reference is made to note 6 to the Consolidated Financial Statements on page 19.
2. After giving effect to the two for one subdivision of all classes of shares other than the Class A shares effected by the supplementary letters patent dated March 2, 1970 referred to above and in note 4 to the Consolidated Financial Statements on page 18.
3. After also giving effect to the conversion of 250,000 Class C shares (500,000 as subdivided) into an equal number of Class B shares for the purpose of making such Class B shares available for this offering.
4. In addition at September 30, 1969, the Company had retained earnings of $18,684,000.
5. Reference is made to note 2 to the Consolidated Financial Statements on page 18 and to "Proposed New Plant and Equipment" on page 7 for details with respect to the Company's lease commitments.
6. Accommodation has been arranged with the Company's bankers to finance the cost of the cable television system referred to under "Broadcasting" on page 8.

History of the Company

The Company's business was established in 1892 under the name of Star Printing & Publishing Company Ltd. By 1913 the late Mr. J. E. Atkinson had acquired control and in 1933 the publishing business was sold to The Toronto Star Limited and the realty to Toronto Star Realty Limited. In 1929 The Star Building at 80 King Street West was built and has since housed the operations of the newspaper. Control of the newspaper remained with Mr. Atkinson until his death in 1948, and in his will he expressed his desire that his shares of The Toronto Star Limited and Toronto Star Realty Limited be held in trust for, and ultimately belong to, The Atkinson Charitable Foundation.

The Charitable Gifts Act passed by the Ontario legislature in 1949 made it impossible for business operations to be carried on by companies controlled by charitable foundations. Accordingly in February 1958, Joseph S. Atkinson and Mrs. Ruth Atkinson Hindmarsh, son and daughter of the late J. E. Atkinson, and William J. Campbell, Beland H. Honderich and Burnett M. Thall, all directors of The Toronto Star Limited and Toronto Star Realty Limited, together with Harry A. Hindmarsh, grandson of the late Mr. J. E. Atkinson, caused the Company to be incorporated to purchase the assets of these companies. In the offer to purchase, the Company agreed that it would observe and promote in its publications the doctrines and beliefs that the late Mr. Atkinson promoted in his lifetime.

The Star was published under the direction of Joseph S. Atkinson, son of the founder, from 1958 until his death in 1968 and subsequently has continued under the leadership of the current President and Publisher, Beland H. Honderich.

The Star

Editorial Policy

The Star is a mass circulation newspaper with broad reader acceptance. In 1968 a Canadian Facts Limited Study of Toronto Daily Newspaper Audiences and Reader Characteristics in the Metropolitan Toronto Census Area showed that The Star's coverage is greater than any other Toronto newspaper for all age groups. At every level of educational attainment, The Star had more readers than any other newspaper except among university graduates, where The Star and The Globe and Mail were each read by 49% of the group. The Star was read by 61% of people in homes in the middle income range ($7,000-$9,999 per annum) and by 56% of those in homes where family income was $10,000 or greater. The Star also had more readers than any other paper in homes where the head was in a professional or managerial occupation.

The Star's broad reader appeal reflects its lively, aggressive and comprehensive news and picture coverage and its liberal editorial traditions. Politically, The Star is an independent newspaper. In its news coverage it strives for simplicity and intelligent presentation of complex news happenings. In its editorial policies it is strongly committed to social and economic justice for all, with full and frank dissemination of news and all shades of opinion.

The Star's large editorial staff includes specialists in many fields and its writers and editors travel extensively throughout Canada and the world to provide its readers with first hand accounts of major news developments. The Star also maintains bureaus with staff correspondents in Ottawa, Montreal, Quebec City, Washington, London, Rome and Hong Kong and subscribes to all major news services including Canadian Press, Associated Press, United Press International, Reuters and the Chicago Daily News and London Daily Express Services.

Circulation

The Star has the largest circulation of any daily newspaper in Canada, and is published in four editions each day excluding Sundays and statutory holidays. Average daily net paid circulation as audited by the

Audit Bureau of Circulations (except for the year ended September 30, 1969 which is as reported to the Audit Bureau of Circulations) and circulation revenues as reported by the Company were:

Years ended September 30	Toronto and Retail Trading Zone (1)	All Other (2)	Total	Circulation Revenue
1965	292,664	49,895	342,559	$7,702,000
1966	308,184	49,004	357,188	7,964,000
1967	317,388	45,979	363,367	8,166,000
1968	330,754	45,243	375,997	9,015,000
1969 (Circulation subject to audit)	342,111	44,604	386,715	9,504,000
Increase (decrease) over four year period	49,447	(5,291)	44,156	$1,802,000
Percentage increase (decrease) over four year period	16.9%	(10.6)%	12.9%	23.4%

(1) "Toronto and Retail Trading Zone" includes Metropolitan Toronto and extends north to Barrie, northeast to Lindsay, east to Cobourg, southwest to, but not including, Hamilton and west to Guelph.

(2) Decrease in "All Other" during the four year period was due to a planned withdrawal of distribution of The Star from some areas outside the Toronto and Retail Trading Zone.

Toronto, with three competing English language daily newspapers, The Star, Telegram and Globe and Mail, is one of only four North American cities in that position. For many years The Star's circulation has substantially exceeded that of its evening competitor, the Telegram, and its share of their combined market has been increasing. Statements issued by the publishers, subject to audit, show The Star leading the Telegram in circulation by 143,987 per day as of September 30, 1969.

The Audit Bureau of Circulations is an international association of advertising agencies, advertisers, newspapers, business publications and magazines which conducts independent audits of circulations of its member publications and reports in accordance with standardized rules.

Advertising

Total advertising expenditures in the U.S. and Canada have traditionally shown a close correlation with Gross National Product ("G.N.P."). Currently advertising expenditures represent slightly more than 2% of G.N.P. in the U.S. and about 1.5% of G.N.P. in Canada. Over the longer term the Company expects total advertising expenditures to grow at about the same average rate as G.N.P. Newspaper advertising depends primarily on the level of retail sales, which in turn is affected by population changes and disposable income.

Newspaper advertising space can be increased by publishing a larger paper and accordingly the growth of advertising revenue of newspapers is not solely dependent on rate increases. On the other hand, in television, where advertising space is limited by regulation and other factors, the time available for commercials is approaching the saturation point.

Daily newspapers remain the dominant medium in terms of total advertising revenue. According to the Maclean-Hunter Research Bureau Report on Advertising Revenue in Canada, 1969, the net advertising revenue received by Canadian daily newspapers in 1968 was $244,000,000 (representing 26.8% of the total) as compared with advertising revenue received in the same year by Canadian television stations of $115,000,000 and by Canadian radio stations of $95,000,000. Notwithstanding the impact of television on the allocation of advertising expenditures, total advertising dollars received by daily newspapers have more than doubled since 1954 when television first appeared in Canada. With increased population and household formations, improvements in levels of education and rising net disposable income, a high growth rate should continue during the next ten years.

The principal market served by The Star (the Toronto and Retail Trading Zone) includes 13.5% of the total population of Canada and accounts for 17% of estimated total Canadian disposable income, with 16% of estimated Canadian retail sales. Included in this area is Metropolitan Toronto with 2,000,000

persons containing 10% of the population of Canada and 30% of the population of Ontario. Since 1953, the population of Metropolitan Toronto has increased at a rate of about 50,000 persons per year or about 3% per annum—one of the highest metropolitan growth rates on the continent.

The Star carries a greater volume of advertising linage than any other newspaper in Canada. Editor and Publisher magazine for November 15, 1969 lists The Star as fourth in total advertising linage among all North American evening dailies for the first nine months of 1969.

The Star's linage and advertising revenue for the five fiscal years ended September 30, 1969, were:

	Lines			
Years ended September 30	Display	Classified	Total	Revenue
1965	20,439,000	11,085,000	31,524,000	$20,206,000
1966	21,428,000	11,429,000	32,857,000	22,181,000
1967	22,301,000	11,797,000	34,098,000	23,740,000
1968	22,824,000	12,967,000	35,791,000	26,225,000
1969	24,732,000	15,957,000	40,689,000	31,573,000
Increase over four year period	4,293,000	4,872,000	9,165,000	11,367,000
Percentage increase over four year period	21.0%	44.0%	29.1%	56.3%

During 1969, as shown, The Star's advertising revenues increased by more than $5,300,000 over 1968. Classified advertising was particularly buoyant and showed a gain of 3,000,000 lines while display advertising was up 1,900,000 lines. In each category, The Star increased its share of the market.

Suburban Newspapers

The Company recognized some years ago that the future growth of The Star might be restricted unless it could develop some means of providing a comprehensive local news service for the major suburban communities springing up around Metropolitan Toronto. Studies indicated a method was needed to provide local news coverage to complement the broad metropolitan, national and foreign news coverage in The Star.

The Company decided to move directly into the suburban areas and to provide capital to assist local weekly newspapers to develop and expand their news coverage. The first acquisition was in 1960 and the Company now has the equity interest shown below in each of the following 12 suburban newspapers, 11 of which are weeklies. Where the Company does not own 100% the remaining interest is held by the operating management.

Location	Newspaper	Company's Equity Interest
Aurora	The Aurora Banner	100%
Burlington	The Burlington Gazette	100%
Etobicoke	Etobicoke Advertiser-Guardian	75%
Etobicoke	The Advertiser	75%
North York	North York Mirror	50%
Oakville	Daily Journal-Record	100%
Port Credit	Mississauga Times	100%
Richmond Hill	The Liberal	100%
Scarborough	Scarborough Mirror	50%
Weston	Weston Times	75%
Willowdale	The Enterprise	100%
Woodbridge	Woodbridge & Vaughan News	75%

The Company supports an independent and local editorial policy for each of these suburban newspapers, which are edited for residents of the suburban communities. In total, these newspapers have a circulation of approximately 200,000 per edition and provide the Company with a strong position in the rapidly developing areas on the fringe of and adjacent to the City of Toronto.

The return on investment to date has been minimal but the Company believes these papers are providing a valuable news service and that their importance will grow with the years.

Star Weekly - The Canadian Magazine

The Star Weekly was printed and published by the Company continuously from 1910 to 1968, when publication was taken over by Southstar Publishers Limited, a company jointly owned by the Company and Southam Press Limited. Southstar Publishers Limited also publishes a rotogravure supplement, The Canadian Magazine, which is now distributed with the Saturday editions of 13 Canadian dailies and with the Star Weekly. These editions have a combined circulation of over 2,000,000.

Arrangements were made to have the printing of The Canadian Magazine and the Star Weekly transferred from the Company to The Montreal Standard Publishing Company Limited starting in February, 1970. This change, along with the establishment of a new rotogravure advertising sales agency, is expected to produce substantial economies and to improve the outlook for these publications. The Company is continuing studies to determine the best utilization of its own rotogravure facilities.

Employees

The Company has approximately 1,950 employees, about 75% of whom are represented by eight unions. Since The Star commenced publication in 1892 it has experienced only one strike which started in 1964. The strike involved the Toronto Typographical Union and the Toronto Mailers' Union and is still in progress. Operations are not adversely affected by the strike.

The largest of the unions is the Toronto Newspaper Guild and others are the Toronto Newspaper Printing Pressmen's Union, Toronto Photo-Engravers Union, the International Association of Machinists and Aerospace Workers, International Brotherhood of Electrical Workers, Stereotypers' and Electrotypers' Union, The International Union of Operating Engineers, and Sheet Metal Workers' International Association.

Six of the eight union contracts, covering most of the employees of the Company, expire on December 31, 1970.

The present public offering makes it practical to consider an offering of shares of the Company to all employees. Accordingly, the Company is contemplating the introduction in 1970 of a stock purchase plan for employees, other than directors, covering up to 200,000 unissued Class B shares (as subdivided). This plan will provide employees with an opportunity to purchase shares through payroll deductions.

Proposed New Plant and Equipment

The steady increase in advertising linage (see "Advertising" on page 5) has led to a corresponding increase in the average number of pages of The Star. This growth, together with the expected need for more use of color and the continuing growth in circulation, has forced the Star's daily newspaper facilities to operate at close to maximum capacity. Accordingly, the Company has made plans to relocate in modern premises where operating efficiency should improve. In April, 1969 the Company completed the sale of its King and Adelaide Street properties at a profit of $8,650,000, after making suitable provision for relocation and related expenses. The Star will continue to be published at 80 King Street West until the new plant is completed and equipped.

The Company has entered into an agreement (see "Material Contracts" on page 13) with Olympia & York Developments Limited to have constructed for it, and to lease, a five storey newspaper plant and office building, together with a 25 storey general purpose office tower, at One Yonge Street, immediately north of the waterfront in downtown Toronto. The development will contain approximately 840,000 gross square feet made up of approximately 410,000 square feet in the low rise building and 430,000 square feet in the tower and will be located on lands leased to Olympia & York Developments Limited

by the Company for a period of 50 years. These new facilities will provide the Company with one of the most modern newspaper plants in the world.

With the increase in The Star's circulation and linage, the Company's equipment is also operating close to capacity during peak periods. A program to replace presses and associated production equipment is now under way. This will enable the Company to produce more papers in a shorter period of time, and thereby accommodate further growth in circulation and color advertising. The Company has placed an order for five new high-speed Crabtree presses which will allow production of a newspaper of up to 144 pages with color-printing facilities matching or exceeding those of most large newspapers on this continent.

It is anticipated that the move to the new plant and the installation of the new equipment will be completed during fiscal 1971 and early fiscal 1972. Relocation expenses and increased depreciation charges will adversely affect the Company's earnings during this transitional period. However the Company expects, following this period, to achieve substantial savings in costs.

Broadcasting

The Company was among the pioneers of radio in Canada, initiating the first daily programming in the country in 1922, as well as presenting the first live entertainment program. It gave up its station, CFCA, in 1933 following publication of the Aird Royal Commission Report recommending the establishment of a publicly owned broadcasting system.

The Company has reached an agreement in principle to purchase an established community antenna television system subject to the execution of a formal agreement and the approval of the Canadian Radio-Television Commission and, in partnership with the Montreal Star, the Company has an application dated November 28, 1968 before the Canadian Radio-Television Commission for a Toronto UHF television license. However, it is the Company's intention to withdraw this application for a UHF television license if the Canadian Radio-Television Commission approves the Company's purchase of the cable system.

In a statement to the Special Senate Committee on Mass Media in January, 1970 the Company referred to the development of cable television and to the possibility that some day a newspaper may be transmitted by electronic means. In this event, the Company urged that all newspapers be given access to cable on a common carrier basis.

Underwriting

Pursuant to an agreement dated March 20, 1970 with A. E. Ames & Co. Limited (the "Underwriter") the Selling Shareholders referred to on page 13 agreed to sell and the Underwriter agreed to purchase a total of 500,000 issued and outstanding Class B shares without par value (as subdivided) in the capital of the Company for an aggregate consideration of $8,225,000.

Upon and subject to the terms and conditions set out in the agreement, the purchase price is payable in cash against delivery on or before April 13, 1970. In certain circumstances, as fully described in the agreement, the Underwriter has the right to withdraw from its obligation to purchase the shares, but in no event may it purchase part only of the shares.

Description of Shares

Authorized Capital

After the issue of the supplementary letters patent referred to under "The Company" on page 3 the authorized capital of the Company consists of 3,230,616 non-voting redeemable Class A shares with a par value of One dollar ($1) each, a combined total of 3,600,000 Class B shares without par value and Class C shares without par value and a combined total of 1,200,000 Class D shares without par value and common shares without par value. The respective preferences, rights, conditions, restrictions, limitations and prohibitions attached to the Class A, Class B, Class C, Class D and common shares are as set out in Schedule A to this prospectus commencing on page 21 and the following table and description are subject thereto.

Summary of Share Provisions

Class of shares	Voting rights	Dividends	Rights on liquidation	Redemption or conversion
Class A	None	3% non-cumulative dividend with no further right of participation	Amount paid up thereon plus declared and unpaid dividends	Redeemable for amount paid up thereon plus declared and unpaid dividends
Class B	Only on failure to pay quarterly dividends of 5.625¢ per share (or equivalent stock dividend) for 8 consecutive quarters	Non-cumulative dividend of 22.5¢ per annum payable quarterly with right of equal participation after equivalent dividend on Class C, D and common shares	Subject to prior rights of Class A shares, Class B, C, D and common shares rank equally	Convertible one for one into Class C shares
Class C		Cash dividends as and when declared on equal basis with common shares or, in discretion of directors, equivalent stock dividend less tax payable by Company with respect thereto		Convertible one for one into Class B shares
Class D	One vote per share in all circumstances			Convertible one for one into common shares
Common		Subject to prior rights of Class A and B shares, cash dividends as and when declared		None

Restrictions on Transfer of Shares

By supplementary patent letter dated March 2, 1970 restrictions on transfer were attached to all classes of shares in the capital of the Company including the Class B shares offered by this prospectus and the Class C shares into which they are convertible. These restrictions empower the directors to refuse to permit the registration of a transfer of any share which would jeopardize the Company's ability to hold a licence to operate a broadcasting undertaking under the Broadcasting Act or the Company's status as a Canadian newspaper or periodical under the Income Tax Act.

At the present time the more stringent of these requirements is that not less than 80% of the Company's paid-up capital and not less than 80% of the Company's outstanding shares having full voting rights under all circumstances be owned by Canadian citizens or by corporations controlled by Canadian citizens.

Method of Payment of Dividends

Dividends on the Class B and common shares are payable, if and when declared by the directors, in cash. Under existing tax legislation a Canadian taxpaying corporation is not required to include cash dividends in its taxable income and an individual shareholder is entitled to deduct an amount equal to 20% of cash dividends from his tax otherwise payable.

Dividends on the Class C and Class D shares may be paid in cash or, at the discretion of the directors, may be paid in whole or in part in a form which takes advantage of special provisions of the Canadian Income Tax Act relating to the distribution of corporate surpluses. These provisions enable a corporation, by paying a tax of 15% on portions of its retained earnings, to constitute the remaining 85% as "tax-paid undistributed income". Stock dividends payable in redeemable preference shares capitalized out of tax-paid undistributed income so created need not be included in the income of individual shareholders, either when received or when the shares are redeemed.

It is the present intention of the directors to pay dividends on the Class C and Class D shares in the form of redeemable preference shares which will be immediately redeemed and to pay the 15% tax presently payable under the Income Tax Act to create the required tax-paid undistributed income. However, as required by the provisions attached to the various classes of the Company's shares and in order to maintain equality between shareholders, the amount of the stock dividends will be reduced by the amount of tax paid by the Company to create the tax-paid undistributed income.

In order to allow shareholders to select whichever method of receipt of dividends is to their best advantage from a tax point of view and to make changes if and when their own circumstances change, Class B shares are convertible into Class C shares, and vice versa, and Class D shares are convertible into common shares. Accordingly holders of Class B shares wishing to receive dividends in the form of redeemable preference shares rather than cash will be able to convert their shares into Class C shares, on the basis of one Class C share for each Class B share, and the holders of Class C shares wishing to receive dividends in cash will be able to convert their shares into Class B shares, on the basis of one Class B share for each Class C share.

The White Paper on proposals for tax reform published by the Minister of Finance on November 7, 1969 proposes tax measures which, if implemented, will eliminate the benefits to be derived from the receipt of distributions by way of stock dividends. The proposals are not sufficiently precise to permit the Company to adopt alternative arrangements for the payment of dividends at the present time.

Voting

The Class D shares and common shares are each entitled to one vote per share at all meetings of shareholders. The Class B shares and the Class C shares are not entitled to vote at meetings unless the Company fails to pay the full quarterly preferential dividend on the Class B shares in each of eight consecutive quarters or fails to pay quarterly dividends on the Class C shares aggregating 5.625¢ or the equivalent stock dividend in each of eight consecutive quarters. The Class A shares are entitled to no voting rights.

Dividends

The directors expect to follow a policy of declaring dividends on the Class B shares, offered for sale by this prospectus, on a quarterly basis. The following dividends have been paid by the Company since the amalgamation of Toronto Star and Charth and by Toronto Star prior to the amalgamation (see "The Company" on page 3 and "Method of Payment of Dividends" on page 9).

	Company (since amalgamation)	Toronto Star (prior to amalgamation)		
Years ended September 30	Shares without par value (per Class B, Class C, Class D and common share)	Common shares (per Class B, Class C, Class D and common share)	Convertible preference shares (per share)	Participating preference shares (per share)
	(1)	(1) (2)	(3)	(4)
1965		13¼¢	$3.00	$4.00
1966		16¢	3.00	4.00
1967	11¼¢	7½¢		1.75
1968	22½¢			
1969	30¢			

(1) After giving effect to the two for one split referred to in note 2 under "Capitalization" on page 3.
(2) After giving effect to the conversion of the common shares of Toronto Star into shares without par value of the Company upon amalgamation.
(3) Each share was convertible into 10 common shares of Toronto Star, as constituted prior to amalgamation, which is the present equivalent of 40 shares without par value of the Company, and all shares were so converted prior to amalgamation.
(4) All shares were redeemed prior to amalgamation.

Auditors, Transfer Agent and Registrar

The auditors of the Company are Clarkson, Gordon & Co., Royal Trust Tower, P.O. Box 251, Toronto-Dominion Centre, Toronto, Ontario.

The transfer agent and registrar for each class of shares of the Company is National Trust Company, Limited at its principal offices in Toronto, Montreal, Winnipeg and Vancouver.

Management

Directors and Officers

Name and Address	Office	Principal Occupation
Beland Hugh Honderich 6 Bluejay Place Toronto, Ontario.	President, Publisher and Director	President and Publisher Toronto Star Limited
Burnett Murray Thall 33 Vesta Drive Toronto, Ontario.	Vice President and Director	Vice-President Toronto Star Limited
William James Campbell 15 Cobble Hills Islington, Ontario.	Director	Director Toronto Star Limited
Harry Atkinson Hindmarsh 306 Lakeshore West Oakville, Ontario.	Secretary and Director	Secretary Toronto Star Limited
Ruth Atkinson Hindmarsh 318 Lakeshore West Oakville, Ontario.	Director	President The Atkinson Charitable Foundation.
Robert Murray Turner 1 Highland Avenue Toronto, Ontario.	Vice-President and Director	Vice-President Toronto Star Limited
Stewart Allan Woods 39 Old Mill Road Toronto, Ontario.	Manager of Circulation and Director	Manager of Circulation Toronto Star Limited
George Brown Kimpton 3 Edenbrook Hill Islington, Ontario.	Treasurer and Director	Treasurer Toronto Star Limited
Hon. Walter Lockhart Gordon 22 Chestnut Park Road Toronto, Ontario	Director	Chairman of the Board Canadian Corporate Management Limited
Alexander John MacIntosh 231 Strathallan Wood Toronto, Ontario	Director	Partner, Blake, Cassels & Graydon
William Cunningham Rankin 202 Glenrose Avenue Toronto, Ontario.	Business Manager	Business Manager Toronto Star Limited

All of the directors and officers of the Company with the exception of Messrs. Turner, Kimpton, Gordon and Rankin have held their present positions or other positions with the Company or with the firms or companies set out under "Principal Occupation" for the past five years. Mr. Turner was Vice-President of Cockfield, Brown & Co. Limited until October, 1968 when he joined the Company. Mr. Kimpton was a Financial and Commercial Consultant in Toronto until July, 1969 when he joined the Company. Mr. Gordon was elected to his present position in April, 1968 prior to which he was a member of the Canadian Cabinet. Mr. Rankin was an executive with the Globe and Mail Limited until June, 1966 when he joined the Company.

Remuneration

The aggregate direct remuneration paid by the Company and its subsidiaries to the directors and senior officers for the fiscal year ended September 30, 1969 was $372,000 and for the three-month period ended December 31, 1969 was $82,356. The estimated aggregate cost to the Company and its subsidiaries of all pension benefits proposed to be paid to the directors and senior officers under existing pension plans in the event of retirement at normal retirement age for the fiscal year ended September 30, 1969 was $25,420 and for the three-month period ended December 31, 1969 was $6,350.

Interests in Transactions

Alexander John MacIntosh, a director of the Company, is a partner in the firm of Blake, Cassels & Graydon, who act as solicitors for the Company.

Principal Holders of Securities

The number of shares of the Company owned of record or beneficially, directly or indirectly, by each person who owns of record, or is known by the Company to own beneficially, directly or indirectly, more than 10% of the shares of any class of the Company (after giving effect to the sub-division of shares described in note 2 under "Capitalization" on page 3) are as follows:

Name and address	Class of shares	Type of ownership	Number of shares owned		Percentage owned	
			Before public offering	After public offering	Before public offering	After public offering
Ruth Atkinson Hindmarsh,	Class B	beneficial	105,000	10,000	15.27	1.45
318 Lakeshore West,	Class C		188,196	188,196	16.92	16.92
Oakville, Ontario.	Class D		98,646	98,646	18.16	18.16
	Common		382	382	.67	.67
Beland Hugh Honderich,	Class B	beneficial	78,600	3,600	11.43	.52
6 Bluejay Place,	Class C		152,876	152,876	13.74	13.74
Toronto, Ontario.	Class D		77,878	77,878	14.34	14.34
	Common		302	302	.53	.53
Executors of Estate of	Class B	beneficial	160,000		23.27	
Joseph S. Atkinson,	Class C		333,750	333,750	30.01	30.01
80 King Street West,	Class D		166,130	166,130	30.59	30.59
Toronto, Ontario.	Common		642	642	1.12	1.12
Burnett Murray Thall,	Class B	beneficial	78,600	3,600	11.43	.52
33 Vesta Drive,	Class C		152,880	152,880	13.74	13.74
Toronto, Ontario.	Class D		77,878	77,878	14.34	14.34
	Common		302	302	.53	.53

With the exception of 14,424 Class B shares, 30,434 Class C shares, 316 Class D shares and 10 common shares, all of the shares shown as being owned by Ruth Atkinson Hindmarsh, Beland Hugh Honderich, the Executors of the Estate of Joseph S. Atkinson and Burnett Murray Thall, are owned respectively by Hindmarsh Holdings Limited, Honderich Investments Limited, Starson Investments Limited and Thall Holdings Limited, which are corporations controlled respectively by each of the above persons.

All of the shares referred to above (with the exception of eight common shares) are registered in the name of National Trust Company, Limited pursuant to a voting trust agreement under which a total of 517,200 Class B Shares, 1,025,970 Class C shares, 519,188 Class D shares and 2,000 common shares are so registered. Under the voting trust agreement the voting trustees are entitled to all shareholders' rights in respect of the shares deposited thereunder including the right to vote and to take part in or consent to any corporate or shareholders' action in respect of and as holders of the deposited shares. At the present time the voting trustees are Ruth Atkinson Hindmarsh, Harry Atkinson Hindmarsh, Catherine Atkinson Crang (who is the daughter of the late Joseph S. Atkinson and one of the executors of his Estate), William James Campbell, Beland Hugh Honderich, Burnett Murray Thall and Starson Investments Limited. In accordance with the provisions of the voting trust agreement the 500,000 Class B Shares offered by this prospectus will be released therefrom prior to the completion of their sale to the Underwriter.

Burnett Murray Thall, who is a director of the Company and president of Thall Holdings Limited, is an executor of the Estate of Joseph S. Atkinson and a director of Starson Investments Limited.

The number and the percentage of shares of each class of the Company beneficially owned, directly or indirectly, by all directors and senior officers of the Company as a group (after giving effect to the subdivision of shares described in note 2 under "Capitalization" on page 3) are as follows:

Class of shares	Number of shares owned before public offering	Number of shares owned after public offering	Percentage of class owned before public offering	Percentage of class owned after public offering
Class B	332,200	27,200	48.29	3.96
Class C	587,288	587,288	52.80	52.80
Class D	302,154	302,154	55.65	55.65
Common	1,897	1,897	3.33	3.33

Selling Shareholders

The following table sets out the names of the Selling Shareholders and the number of shares of the Company being offered for the account of each of them (after giving effect to the subdivision of shares described in note 2 under "Capitalization" on page 3).

	Number of shares owned				Number of Class B shares being offered
	Class B	Class C	Class D	Common	
Executors of Estate of Joseph S. Atkinson	14,424	30,092	204	2	14,424
Starson Investments Limited	145,576	303,658	165,926	640	145,576
William James Campbell	40,000	36,164	26,106	302	40,000
William Campbell	17,500	60,158	25,886		17,500
Faith E. Harvey	17,500	60,158	25,886		17,500
Hindmarsh Holdings Limited	105,000	187,854	98,534	380	95,000
Harry Atkinson Hindmarsh	20,000	41,752	20,766	82	20,000
Honderich Investments Limited	78,600	152,876	77,878	300	75,000
Thall Holdings Limited	78,600	152,880	77,878	300	75,000
Total	517,200	1,025,592	519,064	2,006	500,000

Material Contracts

Except for contracts in the ordinary course of business, the only material contracts entered into by the Company within the two years preceding the date hereof, are the following:

1. Agreement dated July 15, 1968 with Bay-Adelaide Garage Limited providing for the purchase of its property on Adelaide Street, Toronto by the Company and the conveyance giving effect to that agreement.

2. Agreement dated January 1, 1969 with M & R Mortgage Consultants Limited, and amendments thereto dated May 15, 1969 and November 20, 1969, providing for its retainer as a consultant in respect of the utilization and sale of the Company's properties at King, Pearl and Adelaide Streets in Toronto.

3. Agreement dated February 27, 1969 with Olympia & York Developments Limited ("O & Y") providing for the sale of the Company's lands at King, Pearl and Adelaide Streets in Toronto (the "King Street Lands"), the securing of the payment of the purchase price by a purchase money mortgage and the leasing back of the King Street Lands to the Company.

4. Conveyance dated April 11, 1969 to Naloy Properties Limited ("Naloy"), as nominee for O & Y, of the King Street Lands.

5. Mortgage dated April 11, 1969 from Naloy on the security of the King Street Lands in which North American Life Assurance Company and O & Y joined as guarantors.

6. Ground lease dated April 4, 1969 from Naloy of the King Street Lands at a quarterly rental of $24,500, commencing April 1, 1970, for a term expiring September 30, 1973, subject to extension to March 31, 1974 at the option of the Company.

7. Agreement dated March 28, 1969 with Crabtree-Vickers (Canada) Limited providing for the supply of five Crabtree Viceroy high-speed newspaper presses at a cost of $6,300,000.

8. Agreement dated June 23, 1969 with Charles T. Main International, Inc. providing for engineering advice and assistance on the process and production systems in the Company's new plant at One Yonge Street, Toronto, at a fee of U.S. $416,000.

9. Agreement dated September 30, 1969 with The Woodbridge Company Limited, O.B.G. Holdings Limited and Home Newspapers Limited pursuant to which the Company disposed of its interest in "The Daily Times and Conservator" and the "Georgetown Herald" for $333,000 and a 100% interest in the "Daily Journal-Record" and the "Mississauga Times".

10. Agreement dated October 21, 1969 with O & Y providing for the construction by O & Y on land leased at an annual ground rent of $104,000 from the Company at One Yonge Street, Toronto, of a newspaper plant and office building and of a general purpose office tower which will be leased by the Company, all as described under "Proposed New Plant and Equipment" on page 7 and in Note 2 to the Consolidated Financial Statements on page 18.

Copies of the foregoing agreements may be inspected during ordinary business hours at the head office of the Company, 80 King Street West, Toronto, Ontario, while the Class B shares offered by this prospectus are in the course of primary distribution to the public and for a period of 30 days thereafter.

Toronto Star Limited

(Incorporated under the laws of Ontario)
and its subsidiaries

Consolidated Balance Sheet
September 30, 1969

Assets

CURRENT:		
Cash		$ 529,000
Marketable securities at amortized cost (market value—$3,609,000)		3,718,000
Receivables		5,446,000
Mortgage receivable, current portion		1,400,000
Inventories, at cost		1,057,000
Prepaids		567,000
Total Current Assets		12,717,000
EQUITIES IN 50% OWNED COMPANIES		1,507,000
MORTGAGE RECEIVABLE, less current portion included above (note 2)		14,563,000
PROPERTY, PLANT AND EQUIPMENT:		
Property, plant and equipment, at cost	$16,284,000	
Less accumulated depreciation	9,690,000	
Total Property, Plant and Equipment		6,594,000
OTHER:		
Deferred income tax charges (note 3)	1,465,000	
Goodwill, at cost	453,000	
Total Other Assets		1,918,000
Total Assets		$37,299,000

Liabilities and Shareholders' Equity

CURRENT:		
Payables		$ 4,079,000
Taxes payable		2,167,000
Current portion of long term debt		160,000
Total Current Liabilities		6,406,000
PROVISION FOR RELOCATION EXPENSES		2,887,000
LONG TERM (note 6);		
5½% First Mortgage sinking fund bonds due 1978	$ 4,980,000	
6% Sinking fund debentures due 1979	2,229,000	
7¼% Mortgage due 1971	550,000	
Total Long Term Liabilities		7,759,000
MINORITY INTEREST IN SUBSIDIARIES		63,000
SHAREHOLDERS' EQUITY:		
Capital (note 4)	1,500,000	
Retained earnings	18,684,000	
Total Shareholders' Equity		20,184,000
Total Liabilities and Shareholders' Equity		$37,299,000

On behalf of the Board:

(Signed) BELAND HONDERICH, Director (Signed) GEORGE KIMPTON, Director

(See accompanying notes to the consolidated financial statements)

TORONTO STAR LIMITED
and its subsidiaries

Consolidated Statement of Income

(Note 1)

	Years Ended September 30,				
	1969	1968	1967	1966	1965
REVENUE:					
Advertising and circulation—Daily Star	$41,077,000	$35,240,000	$31,906,000	$30,145,000	$27,908,000
Advertising and circulation—Other	1,889,000	6,946,000	7,431,000	7,572,000	8,792,000
Printing and other	8,988,000	6,096,000	5,658,000	4,829,000	1,269,000
Investment revenue	254,000	192,000	166,000	201,000	195,000
Equity in net incomes of 50% owned companies	67,000	61,000	34,000	42,000	
Total revenue	52,275,000	48,535,000	45,195,000	42,789,000	38,164,000
OPERATING COSTS:					
Employee costs	20,987,000	20,093,000	19,003,000	17,972,000	16,199,000
Paper and ink	12,949,000	12,572,000	11,598,000	10,749,000	9,176,000
Other operating costs	11,073,000	11,085,000	10,010,000	9,950,000	8,700,000
Depreciation	822,000	789,000	995,000	1,191,000	1,137,000
Total operating costs	45,831,000	44,539,000	41,606,000	39,862,000	35,212,000
FINANCIAL:					
Interest on long term debt, discount and financing expense	618,000	572,000	594,000	603,000	606,000
Total operating and financial costs	46,449,000	45,111,000	42,200,000	40,465,000	35,818,000
Net income before income taxes	5,826,000	3,424,000	2,995,000	2,324,000	2,346,000
Income taxes	3,057,000	1,781,000	1,552,000	1,188,000	1,274,000
Net income before extraordinary items	2,769,000	1,643,000	1,443,000	1,136,000	1,072,000
Extraordinary items (net of income tax):					
Severance pay		(120,000)			
Profit on sale of properties (after provision for relocation and related expenses)	8,790,000		204,000		
	8,790,000	(120,000)	204,000		
Net income	$11,559,000	$ 1,523,000	$ 1,647,000	$ 1,136,000	$ 1,072,000
Per share without par value, after giving effect to the two for one split referred to in note 4:					
Net income before extraordinary items	$1.15	$ .68	$ .59	$ .41	$ .38
Net income	4.82	.63	.67	.41	.38

TORONTO STAR LIMITED
and its subsidiaries

Consolidated Statement of Source and Application of Funds

(Note 1)

	Years Ended September 30,				
	1969	1968	1967	1966	1965
SOURCE OF FUNDS:					
From operations—					
Net income before extraordinary items	$2,769,000	$1,643,000	$1,443,000	$1,136,000	$1,072,000
Add charges to income which did not reduce working capital:					
Depreciation	822,000	789,000	995,000	1,191,000	1,137,000
Bond discount	111,000	18,000	20,000	21,000	22,000
Miscellaneous	(62,000)	(138,000)	(18,000)	157,000	(187,000)
Total funds from operations	3,640,000	2,312,000	2,440,000	2,505,000	2,044,000
Proceeds from disposal of properties	1,426,000		642,000		
Total source of funds	5,066,000	2,312,000	3,082,000	2,505,000	2,044,000
APPLICATION OF FUNDS:					
Purchase of fixed assets	1,874,000	1,715,000	719,000	1,233,000	364,000
Reduction in long-term debt	1,053,000	611,000	542,000	542,000	518,000
Dividends	720,000	540,000	519,000	532,000	467,000
Redemption of preference shares (net)			1,939,000		
Miscellaneous	8,000	173,000	216,000	82,000	121,000
Total application of funds	3,655,000	3,039,000	3,935,000	2,389,000	1,470,000
INCREASE (DECREASE) IN WORKING CAPITAL	$1,411,000	$ (727,000)	$ (853,000)	$ 116,000	$ 574,000
WORKING CAPITAL, END OF YEAR	$6,311,000	$4,900,000	$5,627,000	$6,480,000	$6,364,000

(See accompanying notes to the consolidated financial statements)

TORONTO STAR LIMITED
and its subsidiaries

Consolidated Statement of Retained Earnings

(Note 1)

	Years ended September 30,				
	1969	1968	1967	1966	1965
Net income for the year	$11,559,000	$1,523,000	$1,647,000	$1,136,000	$1,072,000
Release of the purchase fund for preference shares in excess of premium and related tax paid on redemption of preference shares of predecessor company			60,000		
			1,707,000		
Less dividends paid:					
Predecessor company			249,000	532,000	467,000
Amalgamated company, shares without par value	720,000	540,000	270,000		
	720,000	540,000	519,000	532,000	467,000
Net increase for the year	10,839,000	983,000	1,188,000	604,000	605,000
Retained earnings, beginning of year	7,845,000	6,862,000	5,674,000	5,070,000	4,465,000
Retained earnings, end of year	$18,684,000	$7,845,000	$6,862,000	$5,674,000	$5,070,000

(See accompanying notes to the consolidated financial statements)

Auditors' Report

To the Directors of Toronto Star Limited:

We have examined the consolidated balance sheet of Toronto Star Limited and its subsidiaries as at September 30, 1969 and the consolidated statements of income, retained earnings and source and application of funds for the five years then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these consolidated financial statements present fairly the financial position of the companies as at September 30, 1969 and the results of their operations and the source and application of their funds for the five years then ended, in accordance with generally accepted accounting principles applied on a consistent basis.

Toronto, Canada,
March 18, 1970

(Signed) CLARKSON, GORDON & Co.
Chartered Accountants

Notes to Consolidated Financial Statements

1. Statutory Amalgamation

The Company was formed on April 1, 1967 by the statutory amalgamation of Toronto Star Limited (a predecessor company) and Charth Investment and Publishing Company Limited. Because Charth's only significant asset was its investment in Toronto Star Limited (the predecessor company) and because substantially all of Charth's income represented dividends on such investment, the results of operations and dividends paid prior to April 1, 1967 which are included in the accompanying consolidated statements of income and retained earnings are those of Toronto Star Limited (the predecessor company) for the same periods.

2. Properties and Commitments

During the 1969 fiscal year the Company sold its King and Adelaide Street properties and realized an after-tax profit of $8,650,000, after making provision for relocation and related expenses. The mortgage taken on the sale of these properties is payable $1,400,000 on March 31, 1970, $8,600,000 on Sept. 30, 1973 and the balance five years later. Publication will continue at 80 King Street West, until a new plant is completed and equipped.

Under a letter of intent the Company has agreed to loan approximately $12 million to the builder-owner of the new Toronto Star Building. The Company will lease the whole of the new building for a term of 30 years at an annual rental of approximately $2.3 million and will lease back a portion to the builder-owner for the same term at an annual rental of approximately $1.1 million. In addition to the payment of the net annual rental of approximately $1.2 million the Company will bear the cost of all municipal taxes, maintenance and other operating costs relating to the portion of the building it occupies and the builder-owner will bear the taxes and costs for the balance of the building.

At September 30, 1969 the Company had an outstanding commitment of $5.1 million in connection with its acquisition of new presses.

3. Deferred Income Tax Charges

The provision for relocation and related expenses, charged against the profit on sale of properties in the year ended September 30, 1969, is not deductible for income tax purposes until the related expenditures are incurred. The taxes currently payable which will be offset by a reduction in taxes payable in future years when these expenditures are incurred, are included in "Deferred income tax charges".

4. Share Capital

Since September 30, 1969:

(a) 103,049 Class A shares were issued as a stock dividend and subsequently redeemed;

(b) 255,000 Class C shares were converted by the holders thereof into 255,000 Class B shares and 600 Class B shares were converted by the holders thereof into 600 Class C shares; and

(c) supplementary letters patent were issued to the company subdividing on a two for one basis all classes of its shares other than the Class A shares.

Details of the share capital as at September 30, 1969 and as amended by the transactions referred to above and details with respect to dividend entitlements, conversion privileges and voting rights, as amended by the supplementary letters patent, are set out below:

	September 30, 1969	As Amended
(i) Authorized—		
Non-voting class A shares par value $1, redeemable at par	3,333,665	3,230,616
Class B shares without par value Class C shares without par value	1,800,000	3,600,000
Class D shares without par value Common shares without par value	600,000	1,200,000
Total shares without par value	2,400,000	4,800,000
(ii) Issued and outstanding—		
Class B shares without par value	89,460	687,720
Class C shares without par value	810,540	1,112,280
Class D shares without par value	271,499	542,998
Common shares without par value	28,501	57,002
	1,200,000	2,400,000
Paid in capital	$1,500,000	$1,500,000

(iii) Dividend entitlements—

(a) Class A shares are entitled to non-cumulative preferential cash dividends at the rate of 3% per annum.

(b) Class B shares are entitled to non-cumulative preferential cash dividends aggregating 22.5¢ per share per annum, payable 5.625¢ per share quarterly. After payment of the quarterly preferential dividend for any quarter on the Class B shares, dividends of up to 5.625¢ or its equivalent per share may be paid on the Class C and D shares and common shares. Whenever dividends of 22.5¢ or its equivalent per share have been paid in any calendar year on the Class B, C and D shares and common shares, all further dividends declared in such calendar year shall be declared on all outstanding Class B, C and D shares and common shares without preference.

(c) Provision is made whereby dividends on Class C and D shares may be made in the form of a stock dividend of redeemable shares of the Company; in this event, the conditions attaching to the Class C and D shares provide that a suitable adjustment be made for taxes payable by the Company with respect to such stock dividends.

(iv) Conversion privileges—

(a) Class B shares may be converted at any time into Class C shares on the basis of one Class C share for each Class B share.

(b) Class C shares may be converted at any time into Class B shares on the basis of one Class B share for each Class C share.

(c) Class D shares may be converted at any time into common shares on the basis of one common share for each Class D share.

(v) Voting privileges—

Class D shares and common shares have full voting rights under all circumstances; Class A shares have no general voting rights. Class B and C shares are entitled to general voting rights only after the Company has failed to pay quarterly dividends of 5.625¢ per share, or its equivalent, in each of eight consecutive quarters.

(vi) Restrictions on transfers—

The registration of a transfer of shares may be refused if such transfer would jeopardize either the ability of the Company to engage in broadcasting or its status as a Canadian newspaper.

5. Dividend Restrictions

Under the trust deed and indentures relating to the Company's long term debt, distributions to shareholders (as defined) are restricted to the extent that such distributions would reduce consolidated net current assets (as defined) below $3,500,000.

6. Sinking Fund Requirements

The annual sinking fund requirements under the first mortgage bonds and the debentures are as follows:

First mortgage bonds—$395,000 until May 1, 1977
Debentures —$117,000 until May 1, 1978

7. Pension Plans

Under the Company's pension plans, the total unamortized past service costs at September 30, 1969, as estimated by an independent actuary, approximate $2,023,000. These past service costs are being amortized principally over a 25 year period from the dates such costs were established and in the 1969 fiscal year $168,000 was charged to operations.

8. Contingent Liabilities, etc.

No provision has been made for the contingent liability of the Company with respect to the dismissal and severance provisions contained in contracts and with respect to compassionate allowances.

The Company has reached an agreement in principle to purchase an established community antenna television system subject to the execution of a formal agreement and the approval of the Canadian Radio-Television Commission. Accommodation has been arranged with the Company's bankers to finance the cost of this purchase.

Dated March 20, 1970.

Certificate of the Company

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of the Securities Act, 1967 (British Columbia) and the regulations thereunder, by Part 7 of The Securities Act, 1967 (Alberta) and the regulations thereunder, by Part VIII of The Securities Act, 1967 (Saskatchewan) and the regulations thereunder, by Part VII of The Securities Act, 1968 (Manitoba) and the regulations thereunder, by Part VII of The Securities Act, 1966 (Ontario) and the regulations thereunder, under the Securities Act (Quebec) and by section 13 of the Securities Act (New Brunswick).

(Signed) BELAND HONDERICH
Chief Executive Officer

(Signed) GEORGE KIMPTON
Chief Financial Officer

On behalf of the Board of Directors

(Signed) BURNETT M. THALL, Director

(Signed) H. A. HINDMARSH, Director

Directors

(Signed) BELAND HONDERICH

(Signed) BURNETT M. THALL

(Signed) H. A. HINDMARSH

(Signed) RUTH A. HINDMARSH

(Signed) MURRAY TURNER

(Signed) GEORGE KIMPTON

(Signed) W. L. GORDON

(Signed) A. J. MACINTOSH

W. J. CAMPBELL, S. A. WOODS by their agent (Signed) H. A. HINDMARSH

Certificate of Underwriter

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of the Securities Act, 1967 (British Columbia) and the regulations thereunder, by Part 7 of The Securities Act, 1967 (Alberta) and the regulations thereunder, by Part VIII of The Securities Act, 1967 (Saskatchewan) and the regulations thereunder, by Part VII of The Securities Act, 1968 (Manitoba) and the regulations thereunder, by Part VII of The Securities Act, 1966 (Ontario) and the regulations thereunder, under the Securities Act (Quebec) and by section 13 of the Securities Act (New Brunswick).

A. E. AMES & CO. LIMITED

By: (Signed) J. M. STEWART

The following are the names of all persons having an interest, directly or indirectly, to the extent of not less than 5% in the capital of A. E. Ames & Co. Limited: J. O. Hughes, W. B. Macdonald, W. J. Piper, J. M. Stewart, R. N. Steiner, R. W. Warren, R. L. Brown, P. M. Fisher, E. C. Lipsit, K. G. Murton, R. A. Gunn.

SCHEDULE A

Statement of Authorized Capital and Share Conditions

After the issue of the supplementary letters patent referred to under the heading "The Company" on page 3 the authorized capital of the Company consists of 3,230,616 non-voting redeemable Class A shares with a par value of One dollar ($1) each, a combined total of 3,600,000 Class B shares without par value and Class C shares without par value and a combined total of 1,200,000 Class D shares without par value and common shares without par value.

1. The directors of the Company may refuse to permit registration of a transfer of any share in the capital of the Company that would, in the opinion of the directors, jeopardize:

(i) the ability of the Company or any subsidiary thereof to obtain, maintain, amend or renew a license to operate a Broadcasting Undertaking, or

(ii) the status of the Company as a Canadian newspaper or periodical.

"Broadcasting Undertaking" has the same meaning as in the Broadcasting Act, 16-17 Elizabeth II, Chapter 25 (as now enacted or as the same may from time to time be amended or re-enacted) and any similar or related undertaking which is now or may hereafter be made subject to regulation by or pursuant to the authority of any legislation passed by the Parliament of Canada or any regulations made pursuant to such legislation.

"Canadian newspaper or periodical" has the same meaning as in the Income Tax Act, R.S.C. 1952, Chapter 148 (as now enacted or as the same may from time to time be amended or re-enacted).

2. For the purpose of determining the beneficial owner of a share in respect of which the registration of a transfer is requested, the directors may require that there shall first be submitted to the Company a declaration setting forth the name of the person for whose use or benefit the share is held, and

(i) where that person is an individual, his citizenship, or

(ii) where that person is a corporation, the jurisdiction under which such corporation was incorporated or otherwise organized and whether such corporation is controlled directly or indirectly by persons who are not citizens of Canada, and

(iii) such evidence as the directors may reasonably require to enable them to form an opinion as to whether or not the transfer would jeopardize

(a) the right of the Company or any subsidiary thereof to obtain, maintain, amend or renew a license to operate a Broadcasting Undertaking, or

(b) the status of the Company as a Canadian newspaper or periodical.

3. Every certificate representing any share in the capital of the Company shall bear upon its face the words "The right to transfer the shares represented by this certificate is restricted."

The Class A shares have attached thereto preferences, rights, conditions, restrictions, limitations and prohibitions as follows:

(i) The holders of the Class A shares shall be entitled to receive and the Company shall pay thereon, out of any moneys of the Company properly applicable to the payment of dividends, as and when declared by the directors, non-cumulative cash dividends at the rate of three percent (3%) per annum on the amounts paid up thereon; if in any fiscal year of the Company the directors shall not declare the said dividend or any part thereof then the rights of the holders of the Class A shares to such dividend or to any undeclared part thereof for such fiscal year shall be forever extinguished; the holders of the Class A shares shall not be entitled to any dividends other than or in excess of the non-cumulative cash dividends as above provided;

(ii) The holders of the Class A shares shall not be entitled to vote at any meetings of the shareholders of the Company but shall be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Company or the sale of its undertaking or a substantial part thereof;

(iii) The holders of the Class A shares shall be entitled to receive on the liquidation, dissolution or winding up of the Company or any other distribution of the assets of the Company to its share-

holders for the purpose of winding up its affairs, before any distribution or payment shall be made to the holders of any other classes of shares in the Company the amount paid up on their shares together with the amount of any dividends thereon which have been declared and remain unpaid but such holders shall not be entitled to share any further in the distribution of the property or assets of the Company;

(iv) The Company may redeem all or from time to time any part of the outstanding Class A shares on payment to the holders thereof, for each share to be redeemed, of the amount paid up thereon together with all declared and unpaid dividends thereon;

(v) In the case of redemption of Class A shares under the provisions of clause (iv) hereof the Company shall mail to each person, who at the date of mailing is a registered holder of Class A shares to be redeemed, a notice in writing of the intention of the Company to redeem such shares and such notice shall set out the redemption price, the date on which redemption is to take place and the number of shares held by the addressee so to be redeemed; such notice shall be mailed in a prepaid letter addressed to each such shareholder at his address as it appears on the books of the Company, or, in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder; provided, however, that failure to give any such notice to one (1) or more of such holders shall not affect the validity of such redemption; on or after the date specified for redemption the Company shall pay or cause to be paid to or to the order of the registered holders of such shares to be redeemed the redemption price on presentation and surrender at the head office of the Company or any other place designated in such notice of the certificates, if any, which have been issued, representing the shares so called for redemption; such payment shall be made by cheques payable at par at any branch of the Company's bankers for the time being in Canada; from and after the date specified for redemption the shares called for redemption shall cease to be entitled to dividends and the holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the redemption price shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected; the Company shall have the right at any time after the mailing of the notice of its intention to redeem as aforesaid to deposit the redemption price of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or any trust company in Canada named in such notice to be paid without interest to or to the order of the respective holders of such Class A shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same and upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total redemption price so deposited against presentation and surrender of the said certificates held by them respectively; any interest allowed on any such deposit shall belong to the Company; and

(vi) The authorization for an application for the issue of Supplementary Letters Patent to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class A shares or to create preference shares ranking in priority to or on a parity with the Class A shares may be given by at least two-thirds (⅔) of the votes cast at a meeting of the holders of the Class A shares duly called for that purpose.

The Class B, Class C, Class D and common shares have attached thereto preference, rights, conditions, restrictions, limitations and prohibitions as follows:

1. The holders of Class B shares shall be entitled to receive in each fiscal year of the Company as and when declared by the board of directors non-cumulative preferential cash dividends aggregating twenty-two and one-half cents (22.5¢) per share per annum payable five and five-eighths cents (5.625¢) per share quarterly on such dates as the board of directors shall from time to time determine; cheques of the Company payable at par at any branch of the Company's bankers for the time being in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends; the board of

directors of the Company shall be entitled from time to time to declare part of any of the said quarterly dividend of five and five-eighths (5.625¢) per share notwithstanding that such quarterly dividend shall not be declared in full or shall not be paid on the quarterly dividend payment date determined as above and such quarterly dividend or the unpaid part thereof may be paid on a subsequent date or dates determined by the board of directors; if in any fiscal year of the Company the board of directors of the Company in its discretion shall not declare the said dividend aggregating twenty-two and one-half cents (22.5¢) per share or any part thereof on the Class B shares then the rights of the holders of the Class B shares to such dividend or to any greater dividend than the dividend or dividends actually declared for such fiscal year shall be forever extinguished; no dividend shall be declared upon the Class C shares or upon the Class D shares or upon the common shares in any quarter unless concurrent with or during the quarter in which such date of declaration or date of payment, as the case may be, falls, the Class B preferential dividends for such quarter shall have been paid on all the Class B shares at the time outstanding or shall have been declared and the payment thereof within such quarter authorized;

2. Whenever in any calendar year the Class B preferential dividends as above provided shall have been paid on all the Class B shares at the time outstanding or shall have been declared and the payment thereof authorized and whenever the Class C, Class D and common shares shall each have received in such year dividends aggregating twenty-two and one-half cents (22.5¢) per share, then any and all further dividends declared in such calendar year shall be declared and paid in equal amounts per share on all the Class B shares and on all the Class C shares and on all the Class D shares and on all the common shares at the time outstanding, without preference or distinction;

3. In declaring dividends on the Class C and Class D shares the directors may, subject to the provisions of The Corporations Act, at any time and from time to time provide (without making any such provision in respect of dividends on the Class B or common shares) for the payment in whole or in part of dividends on the Class C and Class D shares respectively or either of them by way and in the form of a stock dividend of Class A preference shares fully paid up by the capitalization at the time of such payment of tax paid undistributed income as defined in the Income Tax Act R.S.C. 1952, c. 148 (as now enacted or as the same may from time to time be amended or re-enacted); in such event the dividend paid on the Class C or Class D shares, as the case may be, shall be deemed for the purposes hereof to be the equivalent of the sum of

(i) the cash dividend, if any, payable at that time on each Class C share or on each Class D share, as the case may be, plus

(ii) the total par value of the Class A redeemable preference shares to be issued at that time by way of a stock dividend in respect of each Class C share or each Class D share, as the case may be, plus

(iii) the amount of tax paid or to be paid by the Company under the Income Tax Act, R.S.C. 1952, c. 148, (as now enacted or as the same may from time to time be amended or re-enacted) to create the tax paid undistributed income to be capitalized to fully pay up the Class A preference shares to be issued as provided in (ii) above in respect of each Class C share or Class D share, as the case may be;

4. In the event of the liquidation, dissolution or winding up of the Company or any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, then, after payment to the holders of the Class A shares of the amounts so payable to them as above provided, all the property and assets of the Company shall be paid or distributed equally, share for share, to the holders of Class B shares, Class C shares, and Class D shares and to the holders of the common shares, without preference or distinction;

5. The holders of the Class B and Class C shares, as such, shall not be entitled (except as herein otherwise specifically provided) to receive notice of or to attend any meeting of the shareholders of the Company or to vote at any such meeting either for the election of directors or for any other purpose; provided that, whenever the Company from time to time shall have failed to pay the full quarterly preferential dividend on the Class B shares in each of eight (8) consecutive quarters or shall have failed to pay quarterly dividends on the Class C shares aggregating five and five-eighths cents (5.625¢) or its equivalent as set out in clause 3 hereof in each of eight (8) consecutive quarters, as the case may be, then and until the Company shall have paid full quarterly preferential dividends on the Class B shares for eight (8) consecutive quarters or shall have paid dividends on the Class C shares at the rate of five and five-eights cents (5.625¢)

per quarter or its equivalent as set out in clause 3 hereof for eight (8) consecutive quarters, as the case may be, the holders of the Class B or Class C shares, as the case may be, shall be entitled to receive notice of all meetings of shareholders at which directors are to be elected and shall be entitled to vote thereat on the basis of one (1) vote for each Class B or Class C share held; holders of Class B and Class C shares shall, however, be entitled to notice of meetings of shareholders called for the purpose of authorizing the dissolution of the Company or the sale of its undertaking or a substantial part thereof;

6. The authorization for an application for the issue of Supplementary Letters Patent to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class B shares or to create preference shares ranking in priority to or on a parity with the Class B shares may be given by at least two-thirds (⅔) of the votes cast at a meeting of the holders of Class B shares duly called for that purpose;

7. The authorization for an application for the issue of Supplementary Letters Patent to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class C shares or to create preference shares ranking in priority to or on a parity with the Class C shares may be given by at least two-thirds (⅔) of the votes cast at a meeting of the holders of Class C shares duly called for that purpose;

8. The authorization for an application for the issue of Supplementary Letters Patent to delete or vary any preference, right, condition, restriction, limitation or prohibition attaching to the Class D shares or to create preference shares ranking in priority to or on a parity with the Class D shares may be given by at least two-thirds (⅔) of the votes cast at a meeting of the holders of Class D shares duly called for that purpose;

9. The Class B shares, or any of them, may, upon and subject to the terms and conditions hereinafter set forth, be converted at any time by the holder or holders thereof into fully-paid Class C shares of the Company on the basis of one (1) Class C share for each Class B share; a holder of Class B shares desiring to convert his Class B shares into Class C shares in accordance with this provision shall surrender the certificate or certificates representing his Class B shares so to be converted to the head office of the Company or to the transfer agent for the time being of the Class B shares, together with a request in writing for such conversion with his signature thereon verified, as the directors of the Company may from time to time require;

10. The Class C shares, or any of them, may, upon and subject to the terms and conditions hereinafter set forth, be converted at any time by the holder or holders thereof into fully-paid Class B shares of the Company on the basis of one (1) Class B share for each Class C share; a holder of Class C shares desiring to convert his Class C shares into Class B shares in accordance with this provision shall surrender the certificate or certificates representing his Class C shares so to be converted to the head office of the Company or to the transfer agent for the time being of the Class C shares, together with a request in writing for such conversion with his signature thereon verified, as the directors of the Company may from time to time require;

11. The Class D shares, or any of them, may, upon and subject to the terms and conditions hereinafter set forth, be converted at any time by the holder or holders thereof into fully-paid common shares of the Company on the basis of one (1) common share for each Class D share; a holder of Class D shares desiring to convert his Class D shares into common shares in accordance with this provision shall surrender the certificate or certificates representing his Class D shares so to be converted to the head office of the Company or to the transfer agent for the time being of the Class D shares, together with a request in writing for such conversion with his signature thereon verified, as the directors of the Company may from time to time require;

12. The holders of the Class D shares and common shares shall be entitled to one (1) vote for each Class D or common share held; and

13. No subdivision or consolidation of issued Class B shares, Class C shares, Class D shares or common shares into a different number of Class B shares, Class C shares, Class D shares or common shares shall be authorized by the directors unless at the same time an equivalent subdivision or consolidation is made with respect to all issued Class B shares, Class C shares, Class D shares and common shares.

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17. HEAD OFFICE

The head office of the Company is located at 80 King Street West, Toronto, Ontario.

18. TRANSFER AGENT AND REGISTRAR

National Trust Company, Limited at its principal offices in Toronto, Montreal, Winnipeg and Vancouver, is the transfer agent and registrar for the Class A, Class B, Class C, Class D and the common shares of the Company.

19. TRANSFER FEE

No fee is charged on stock transfers other than the customary government stock transfer taxes.

20. AUDITORS

The auditors of the Company are Clarkson, Gordon & Co., Chartered Accountants, Royal Trust Tower, P.O. Box 251, Toronto Dominion Centre, Toronto, Ontario.

21. OFFICERS AND DIRECTORS

Reference is made to page 11 of the Prospectus under the heading "Management".

22. CERTIFICATE

Pursuant to a resolution duly passed by its Board of Directors, Toronto Star Limited hereby applies for listing of the above-mentioned securities on The Toronto Stock Exchange, and the undersigned officers thereof hereby certify that the statements and representations made in this application and in the documents submitted in support hereof are true and correct.

TORONTO STAR LIMITED

Corporate Seal

Per: "BELAND HONDERICH"

Per: "GEORGE KIMPTON"

23. CERTIFICATE OF UNDERWRITER

To the best of our knowledge, information and belief, all of the statements and representations made in this application and in the documents in support thereof are true and correct.

A. E. AMES & CO. LIMITED

By: "J. M. STEWART"

DISTRIBUTION OF CLASS "B" STOCK AS OF APRIL 30, 1970

Number			Shares
12	Holders of	1 — 24 share lots	160
110	" "	25 — 99 " "	5,260
215	" "	100 — 199 " "	23,735
71	" "	200 — 299 " "	14,825
85	" "	300 — 399 " "	25,790
18	" "	400 — 499 " "	7,685
117	" "	500 — 999 " "	73,960
147	" "	1000 — up " "	535,385
775	Shareholders	Total shares	686,800

DISTRIBUTION OF CLASS "C" STOCK AS OF APRIL 30, 1970

Number					Shares
Nil	.....	Holders of	1 — 24	share lots	Nil
6	.....	" "	25 — 99	" "	360
9	.....	" "	100 — 199	" "	1,270
3	.....	" "	200 — 299	" "	680
15	.....	" "	300 — 399	" "	4,590
1	.....	" "	400 — 499	" "	450
20	.....	" "	500 — 999	" "	13,680
39	.....	" "	1000 — up	" "	1,092,170
93	Shareholders			Total shares	1,113,200